



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

GOLD CANYON MINING CO., INC.

was filed in the office of the Secretary of State on the **FOURTEENTH** day
of **OCTOBER** A. D. One Thousand Nine Hundred Thirty- **EIGHT** and
duly recorded in Book A- **32** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for **Existence**
of Fifty (50) Years from the date hereof, with its registered office in this State located at
Pocatello in the County of **Bannock**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
the Great Seal of the State. Done at Boise City,
the Capital of Idaho, this **Fourteenth** day
of **October**, in the year of our Lord
one thousand nine hundred **Thirty-eight**,
and of the Independence of the United States of
America the One Hundred **Sixty-third**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GOLD CANYON MINING CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and all of whom are citizens of the United States of America, and each being residents of the State of Idaho, have this day voluntarily associated and united ourselves together, and do hereby, by these presents, voluntarily associate and unite ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, as follows, to-wit:

I.

The name of the corporation shall be:

GOLD CANYON MINING CO., INC.

II.

The term of the existence of this corporation shall be for fifty (50) years.

III.

The location and postoffice address and principal place of business and registered office of this corporation in this state shall be Pocatello, Bannock County, Idaho. The directors are empowered to establish branch offices at any other place in the State of Idaho, or in any other state.

IV.

The purposes for which this corporation is formed are:

To carry on the general business of mining, milling, treating and reduction of minerals and ores, and by-products therefrom, and operating mines, mills and reduction works, developing, using, transmitting and conveying water for use in said work and development of power, generating electricity for power and lights for use in connection with its said business for use in its mining property, mills, buildings, camps, dwelling buildings,

and storehouses, and any parts or portions of the property used by it in connection with the said business; constructing and operating ditches, canals and conduits, and machinery and equipment for use in its said business, and to deal in, by buying, owning, selling, leasing, conveying or mortgaging lands and personal property in the carrying out of said purposes, and handling of ores and minerals and by-products thereof; to have and maintain mill sites and milling and reduction plants in connection with said purposes and generally to do and perform all matters and things in connection with the said purposes of the corporation, which, in the Judgment of the company, may be requisite and necessary or incidental for its use in carrying out said purposes.

To issue bonds, debentures, mortgages or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise, on any or all of the property of the corporation, real or personal; to acquire, purchase, hold, sell and transfer shares of its own capital stock and to buy, own and sell shares of capital stock, bonds or security, or evidence of indebtedness created by any other corporation or corporations, domestic or foreign, and while the owner thereof, to exercise all rights, powers and privileges of owners of such shares of stock. In carrying out the foregoing purposes this corporation shall have power to receive, acquire, own, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage, and/or convey any rights, privileges, franchise, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of this corporation and of other corporations, domestic or foreign.

It shall also have power to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate

out of this state for use in carrying on the general purposes of this corporation.

The foregoing clauses shall be construed as both objects and powers, but no recitations, expression or purposes herein enumerated shall be deemed exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

V.

The corporate powers and business of this corporation shall be exercised, controlled and conducted by a Board of five directors, the first directors to be elected at the first meeting of the shareholders of the corporation, and to be elected annually thereafter by the holders of common shares of stock of the corporation.

VI.

The shareholders shall have the power to make, amend or repeal the By-Laws and the By-Laws may be repealed or amended, or new By-Laws may be adopted at any annual shareholder's meeting, or at any special meeting of the shareholders called for that purpose by a vote representing two-thirds of the allotted shares of common stock, or by the written consent, duly acknowledged, in the same manner as conveyances of real estate are required by law to be acknowledged, of the holders of two-thirds of the allotted shares of common stock, which written consent may be in one or more instruments.

The shareholders may, by a two-thirds vote of the allotted shares of Common Stock, at any annual or specially called meeting for that purpose, by resolution, or by similar written consent of the holders of two-thirds of the allotted shares of common stock, confer and delegate the power to repeal and amend the By-Laws and adopt new By-Laws upon the Board of Directors.

When this power has been so delegated it may be revoked by a similar vote of the share-holders of allotted common stock at any regular meeting of the said share-holders or any specially called meeting for that purpose.

By-Laws made by the directors under the power so conferred may be altered or repealed, either by two-thirds vote of the directors, or by a vote of two-thirds of the allotted shares of common stock at any annual meeting of such share-holders, or at any meeting of such shareholders specially called for that purpose.

VII.

The amount of capital stock of this corporation shall be One Hundred Fifty Thousand (\$150,000.00) Dollars, divided into one hundred fifty thousand (150,000) common shares, of the par value of One (\$1.00) Dollar per share.

The holders of all of the allotted common shares of stock shall have the right to vote one vote for each share at any and all meetings of the shareholders.

VIII.

The stock of this corporation shall be non-assessable.

IX.

The amount of capital stock of said corporation which has been actually subscribed is Ten (\$10.00) Dollars, and the following are the names of the incorporators, with the number and par value of shares subscribed for by each.

NAME	ADDRESS	NO. OF SHARES SUBSCRIBED	AMOUNT
W.L. CARLYLE	Pocatello, Idaho	2 shares Common Stock	\$2.00
EDNA CARLYLE	Pocatello, Idaho	2 shares Common Stock	\$2.00
W.W. BROTHERS	Pocatello, Idaho	2 shares Common Stock	\$2.00
MARK G. ROWE	Pocatello, Idaho	2 shares Common Stock	\$2.00
HERBERT CARLYLE	Pocatello, Idaho	2 shares Common Stock	\$2.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
____ day of October, 1938.

W.L. Carlyle
Postoffice Address--Pocatello, Idaho

Edna Carlyle
Postoffice Address--Pocatello, Idaho

W.W. Brothers
Postoffice Address--Pocatello, Idaho

Mark G. Rowe
Postoffice Address--Pocatello, Idaho

Herbert Carlyle
Postoffice Address--Pocatello, Idaho

STATE OF IDAHO)
) ss.
COUNTY OF BANNOCK)

On this 8th day of October, 1938, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared W.L. Carlyle, Edna Carlyle, W.W. Brothers, Mark G. Rowe and Herbert Carlyle, all of Pocatello, Bannock County, Idaho, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this Certificate first above written.

T. B. Black
Notary Public in and for the State of
Idaho.

Residing at: POCATELLO, IDAHO

(SEAL)

My Commission Expires: June 2, 1940.

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STATE OF IDAHO)
) ss.
COUNTY OF BANNOCK)

W.L. CARLYLE, being first duly sworn on oath, deposes and says:

That he is one of the incorporators and subscribers for stock in the above named Articles of Incorporation; that he is personally acquainted with all of the incorporators and says that each and all of the incorporators are natural persons over the age of twenty-one years, and each and all are citizens of the United States of America, and are residents and citizens of the State of Idaho.

SUBSCRIBED AND SWORN TO BEFORE ME THIS 8th day of October, 1938.

T. B. Black
Notary Public for Idaho
Residing at: Pocatello, Idaho

(SEAL)

My Commission Expires: June 2, 1940.